

RECORDATION NO. 8457-K Filed & Recorded

APR 11 1977 - 11 30 AM
INTERSTATE COMMERCE COMMISSION



April 7, 1977

Hon. Robert L. Oswald
Secretary
Interstate Commerce Commission
Washington, D. C. 20423

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ICC Washington, D.C.

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RE: Assignment of Lease and Agreement dated as of August 24, 1976, filed with the ICC on August 27, 1976, at 1:30 p.m. and assigned recordation number 8457B.

Dear Sir:

Enclosed for filing with and recording by the Interstate Commerce Commission are three copies of an Agreement and Assignment made as of December 1, 1976, between the St. Johnsbury & Lamoille County Railroad ("SJ&L") and the Vermont Northern Railroad Company, assigning to Vermont Northern Railroad Company all of the right, title and interest of the SJ&L to that certain Lease Agreement made as of December 30, 1975 between SJ&L and SSI Rail Corp. (the "Lease Agreement") and three counterparts of Amendment Number 1 dated January 1, 1977 to the Lease Agreement between SSI Rail Corp., Lessor, and Vermont Northern Railroad Company, Lessee, covering the following railroad equipment:

100 50'6", 70-ton capacity, general service, single-sheath boxcars with 10' doors, numbered SJL 8000 through 8049, inclusive, and VNOR 7700 through 7749, inclusive.

SSI's interest in its lease of railroad equipment with the Vermont Northern Railroad Company, as successor in interest to the SJ&L, has been previously assigned to First Security Bank of Utah, N.A. as Trustee under an Equipment Trust Agreement dated as of July 15, 1976, as and only to the extent that such Agreement relates to equipment numbered SJL 8000 - SJL 8049.

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Please file and record the Agreement and Assignment and the Amendment Number 1 referred to in this letter and cross-index the document under (i) the Assignment of Lease and Agreement dated as of August 24, 1976 by and between SSI Rail Corp. and First Security Bank of Utah, N.A. as Trustee under an Equipment Trust Agreement dated as of July 15, 1976--the Assignment of Lease and Agreement was filed with the ICC on August 27, 1976 at 1:30 p.m. and assigned recordation number 8457B, the Equipment Trust Agreement was filed with the ICC on August 27, 1976 at 1:30 p.m. and assigned recordation number 8457; and (ii) under the names SSI Rail Corp., First Security Bank of Utah, N.A. as Trustee under an Equipment Trust Agreement dated as of July 15, 1976, St. Johnsbury & Lamoille County Railroad and Vermont Northern Railroad Company.

Also enclosed is this Company's check in the sum of \$20.00, payable to the Interstate Commerce Commission, being the prescribed fee for filing and recording the foregoing documents.

Please return all copies of the enclosed counterparts with recordation data stamped thereon to the representative of the office of Sullivan and Worcester, Attorneys at Law, Washington, D. C., who will be delivering this letter on our behalf.

Very truly yours,



Martin D. Goodman
Secretary

MDG:md
Enc.

AMENDMENT NO. 1
TO EQUIPMENT SCHEDULE
DATED DECEMBER 30, 1975

SSI Rail Corp. and the Vermont Northern Railway* Company,
as assignee of that certain Lease Agreement dated as of
December 30, 1975, between St. Johnsbury & Lamoille
County Railroad and SSI Rail Corp., hereby amend the
Equipment Schedule to such Lease Agreement to read
as follows:

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EQUIPMENT SCHEDULE

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SSI Rail Corp. hereby leases the following Boxcars
the Vermont Northern Railway Company pursuant to that
certain Lease Agreement dated December 30, 1975 and
that certain Agreement and Assignment dated December 1,
1976.

A.A.R. Mech. Desig.	Description	Numbers	Length	Dimensions Inside Width	Height	Doors Width	No. of Cars
XM	General purpose	SJL 8000- 8049	50'6"	9'6"	10'7"	10'	50
XM	General purpose	VNOR 7700- 7749	50'6"	9'6"	10'7"	10'	50

SSI RAIL CORP.

VERMONT NORTHERN RAILROAD COMPANY

(TITLE)

(TITLE)

DATE:

DATE: January 31, 1977

*Railway should read "Railroad"

STATE OF IDAHO
COUNTY OF Ada }

On this 31st day of January, 1977, before me personally appeared Leon D. Stoddard to me personally known, who being by me duly sworn says that such person is V. Pres. of Vermont Northern Railroad Company, that the foregoing Lease Agreement was signed on behalf of said corporation by authority of its board of directors, and such person acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

Phyllis Zear
Notary Public

STATE OF California
COUNTY OF San Francisco }

On this 1st day of February, before me personally appeared William Tadielo to me personally known, who being by me duly sworn says that such person is President of SSI Rail Corp., that the foregoing Lease Agreement was signed on behalf of said corporation by authority of its board of directors, and such person acknowledged that the execution of the foregoing instrument was the free act and deed of such corporation.



Terry L. Russell
Notary Public